

B1 (Official Form 1)(12/11)

United States Bankruptcy Court District of Massachusetts		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): The Groves in Lincoln, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FKA The Groves in Lincoln - Deaconess, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-0300778		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): One Harvest Circle Lincoln, MA <div style="text-align: right; margin-top: 5px;">ZIP Code 01773</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Middlesex		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input checked="" type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurring by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

The Groves in Lincoln, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

Case Number:

Date Filed:

The Apartments at the Groves, Inc.

District:

Relationship:

Judge:

Massachusetts

Affiliate

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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Page 3

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

The Groves in Lincoln, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Daniel C. Cohn
Signature of Attorney for Debtor(s)

Daniel C. Cohn

Printed Name of Attorney for Debtor(s)

Murtha Cullina LLP

Firm Name

99 High Street
Boston, MA 02110

Address

Email: dcohn@murthalaw.com

(617) 457-4000 Fax: (617) 482-3868

Telephone Number

March 11, 2013

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

David C. Turner

Printed Name of Authorized Individual

President & CEO

Title of Authorized Individual

3-11-13

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

_____)	
In re)	
)	
THE GROVES IN LINCOLN, INC., ¹)	CHAPTER 11
)	CASE NO. 13-
Debtor.)	
_____)	
)	
In re)	
)	
THE APARTMENTS AT THE)	CHAPTER 11
GROVES, INC., ²)	CASE NO. 13-
)	
Debtor.)	
_____)	

STATEMENT REGARDING HEALTH CARE BUSINESS STATUS

The Groves in Lincoln, Inc. (“Groves”) is not a “health care business” as defined in 11 U.S.C. § 101(27A). Groves is not primarily engaged in offering facilities and services to the general public for the diagnosis or treatment of injury, deformity, or disease, or for surgical care, drug treatment, psychiatric or obstetric care. 11 U.S.C. § 101(27A)(A). Groves operates an independent living facility for seniors, which is not a “health care business” as that term is defined under title 11 of the United States Code. Accordingly, Federal Rule of Bankruptcy Procedure 1021 and 11 U.S.C. § 333 are inapplicable to this case.

¹ The last four digits of The Groves in Lincoln, Inc. f/k/a The Groves in Lincoln – Deaconess, Inc. are 0078.

² The last four digits of The Apartments at The Groves, Inc. f/k/a The Groves Apartments – Deaconess, Inc. are 0696.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Massachusetts**

In re **The Groves in Lincoln, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Ace Service Company Inc 95 Hampton Ave Needham Heights, MA 02494	Ace Service Company Inc 95 Hampton Ave Needham Heights, MA 02494	Trade		694.00
Ahearn Equipment 460 Main St Spencer, MA 01562	Ahearn Equipment 460 Main St Spencer, MA 01562	Trade		3,802.00
Atlantic Charter P.O. Box 3127 Boston, MA 02241-3127	Atlantic Charter P.O. Box 3127 Boston, MA 02241-3127	Trade		1,751.00
Bulbs.com 243 Stafford Street Worcester, MA 01603	Bulbs.com 243 Stafford Street Worcester, MA 01603	Trade		593.00
CES Inc. 37 Ayer Road Unit 9 Littleton, MA 01460	CES Inc. 37 Ayer Road Unit 9 Littleton, MA 01460	Trade		416.00
Coca-Cola Refreshments Needham Sales Center PO Box 4108 Boston, MA 02211-4108	Coca-Cola Refreshments Needham Sales Center PO Box 4108 Boston, MA 02211-4108	Trade		218.00
Delphi Construction 130 Overland Road Waltham, MA 02451	Delphi Construction 130 Overland Road Waltham, MA 02451	Trade		5,137.00
Golden Tones, Inc. 41 Cochituate Road Wayland, MA 01778	Golden Tones, Inc. 41 Cochituate Road Wayland, MA 01778	Trade		150.00
Home Depot PO Box 183175 Dept 32-2139283455 Columbus, OH 43218-3175	Home Depot PO Box 183175 Dept 32-2139283455 Columbus, OH 43218-3175	Trade		605.00
Lalicata Landscape Products 33 Ryder Street Arlington, MA 02476	Lalicata Landscape Products 33 Ryder Street Arlington, MA 02476	Trade		1,345.00

B4 (Official Form 4) (12/07) - Cont.

In re **The Groves in Lincoln, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Overhead Door Company of Danvers 2 DeBush Avenue Unit A6 Middleton, MA 01949	Overhead Door Company of Danvers 2 DeBush Avenue Unit A6 Middleton, MA 01949	Trade		1,197.00
Pittsburgh Paints PO Box 536864 Atlanta, GA 02494	Pittsburgh Paints PO Box 536864 Atlanta, GA 02494	Trade		557.00
Poland Springs PO Box 856192 Louisville, KY 40285-6192	Poland Springs PO Box 856192 Louisville, KY 40285-6192	Trade		123.00
Signet Electronic Systems Inc 106 Longwater Drive Norwell, MA 02061	Signet Electronic Systems Inc 106 Longwater Drive Norwell, MA 02061	Trade		1,069.00
Stanley Steamer of Boston PO Box 195 Marlboro, MA 01752	Stanley Steamer of Boston PO Box 195 Marlboro, MA 01752	Trade		179.00
Supreme Industrial Products In 490A Constitution Drive Taunton, MA 02780	Supreme Industrial Products In 490A Constitution Drive Taunton, MA 02780	Trade		585.00
Swanson Buick-GMC Truck Inc. Old Powder Mill Road Concord, MA 01742-4698	Swanson Buick-GMC Truck Inc. Old Powder Mill Road Concord, MA 01742-4698	Trade		103.00
Tighe & Bond 53 Southampton Road Westfeld, MA 01085-5308	Tighe & Bond 53 Southampton Road Westfeld, MA 01085-5308	Trade		759.00
W.B. Mason Company, Inc. P.O. Box 55840 Boston, MA 02205	W.B. Mason Company, Inc. P.O. Box 55840 Boston, MA 02205	Trade		564.00
Willco Sales and Service Inc. PO Box 32003 Fairfield, CT 06825	Willco Sales and Service Inc. PO Box 32003 Fairfield, CT 06825	Trade		273.00

B4 (Official Form 4) (12/07) - Cont.

In re The Groves in Lincoln, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

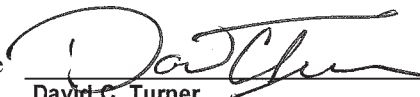
**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date

3-11-13

Signature



David C. Turner
President & CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Massachusetts**

In re **The Groves in Lincoln, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **The Groves in Lincoln, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Masonic Health System
of Massachusetts, Inc.
Attn: David C. Turner
88 Masonic Home Road
Charlton, MA 01507**

**New England Deaconess Association
Abundant Life Communities, Inc.
80 Deaconess Rd.
Concord, MA 01742**

☐ None [Check if applicable]

March 11, 2013
Date

/s/ Daniel C. Cohn

Daniel C. Cohn

Signature of Attorney or Litigant

Counsel for **The Groves in Lincoln, Inc.**

Murtha Cullina LLP

99 High Street

Boston, MA 02110

(617) 457-4000 Fax:(617) 482-3868

dcohn@murthalaw.com

RESOLUTIONS OF THE BOARD OF DIRECTORS OF
THE GROVES IN LINCOLN, INC.

A special meeting, duly called and noticed, of the Board of Directors (the “Board”) of The Groves in Lincoln, Inc. f/k/a The Groves in Lincoln – Deaconess, Inc., a not-for-profit corporation organized under the laws of the Commonwealth of Massachusetts (the “Corporation”), was called to order at 8:00 A.M. on March 11, 2013.

NOW, THEREFORE, pursuant to the General Laws of the Commonwealth of Massachusetts and the Bylaws of the Corporation, a quorum being present and acting throughout the special meeting, the following resolutions were duly adopted and approved by the Board:

RESOLVED, that the Corporation shall commence a case under Chapter 11 of the United States Bankruptcy Code (the “Chapter 11 Case”) by filing in the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”) a voluntary petition for relief thereunder, and David C. Turner, the President of the Corporation, be, and hereby is, authorized to execute and cause to be filed with the Bankruptcy Court, on behalf of the Corporation, such petition and any other documents necessary or appropriate for or in connection with commencement of the Chapter 11 Case, including to effectuate the four resolutions that follow; and it is further

RESOLVED, that the execution of the Asset Purchase Agreement, by and between the Corporation, BLS Lincoln LLC, and The Apartments at The Groves, Inc. dated February 8, 2013 is hereby ratified; and it is further

RESOLVED, that RBC Capital Markets, LLC be, and hereby is, engaged by the Corporation as investment banker for the Corporation in, and in connection with, the Chapter 11 Case, in accordance with the terms of Investment Banking Agreement dated August 2, 2012, and pursuant to Section 328(a) of the Bankruptcy Code; and it is further

RESOLVED, that the Corporation shall enter into and perform an Incentive Compensation Agreement with Toby Shea, the Chief Financial Officer of the Corporation, in the form annexed hereto, for the purpose of providing a cost-effective way for the Corporation to complete the sale and/or restructuring process underway pursuant to previous actions of the Board of Directors; and it is further

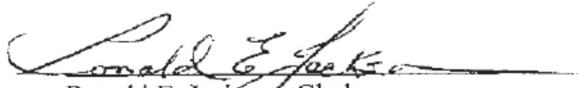
RESOLVED, that Daniel C. Cohn and the law firm of Murtha Cullina LLP be, and hereby are, engaged by the Corporation as its general counsel in, and in connection with, the Chapter 11 Case, in accordance with the terms of the engagement agreement dated May 15, 2012; and it is further

RESOLVED, that the firm of Verdolino & Lowey, P.C. be, and hereby is, engaged by the Corporation as its accountants and financial advisors in, and in connection with, the Chapter 11 Case, on their standard terms including compensation of such firm at its usual hourly rates in effect from time to time and reimbursement of expenses in connection with such service; and it is further

RESOLVED, that each of the President and the Chief Financial Officer be, and hereby is, authorized to take such other actions and execute such other documents on behalf of the Corporation as are necessary or appropriate to prosecute the Chapter 11 Case, including disposition of the Company's assets and business through a transaction approved by the Bankruptcy Court either under Section 363 of the Bankruptcy Code or through confirmation of a Chapter 11 plan.

CERTIFICATION

I HEREBY CERTIFY that: (i) I am the duly elected, qualified and acting Clerk of The Groves in Lincoln, Inc.; (ii) the foregoing is a true and correct copy of the resolutions adopted by the Board of Directors of The Groves in Lincoln, Inc. at a meeting duly called and held telephonically on the 11th day of March, 2013, at which a quorum was present and voted; and (iii) such resolution is duly recorded in the minute book of this corporation.


Ronald E. Jackson, Clerk
The Groves in Lincoln, Inc.

**United States Bankruptcy Court
District of Massachusetts**

In re **The Groves in Lincoln, Inc.**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS


Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507			80% Member Interest
New England Deaconess Association Abundant Life Communities, Inc. 80 Deaconess Rd. Concord, MA 01742			20% Member Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **3-11-13**

Signature 
**David C. Turner
President & CEO**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS**

In re:

THE GROVES IN LINCOLN, INC.,
f/k/a THE GROVES IN LINCOLN – DEACONESS, INC.,

Case No. 13-
Chapter 11

Debtor

DECLARATION RE: ELECTRONIC FILING

PART I- DECLARATION

I David Turner, hereby declare under penalty of perjury that all of the information contained in the Voluntary Petition (the "Document"), filed electronically, is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that, pursuant to the Massachusetts Electronic Filing Local Rule (MEFR) 7(b), all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: March 11, 2013

David Turner / TBS
(Affiant)

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant(s) signed this form before I submitted the Document, I gave the affiant(s) a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated:

Signed: _____
(Attorney for Affiant)